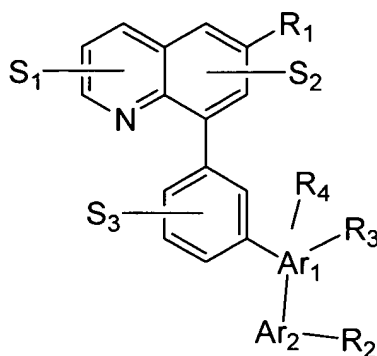


This listing of claims will replace all prior versions, and listings, of the claims in the application:

Listing of Claims:

1. (Original) A compound represented by Formula (I):



(I)

or a pharmaceutically acceptable salt, wherein

S_1 , S_2 , and S_3 are independently

1. H,
2. -OH,
3. halogen,
4. $-C_1-C_6$ alkyl,
5. $-O-C_1-C_6$ alkyl optionally substituted with 1, 2 or 3 halogens, or -CN;

R_1 is

1. $-(C_1-C_6\text{alkyl})-SO_n-(C_1-C_6\text{alkyl})$ group, optionally substituted with 1, 2 or 3 substituents; wherein each substituent is independently a halogen, -OH and -CN,
2. $-C(O)-O\text{-aryl}$,
3. $-C(O)-NH\text{-aryl}$,
4. $-C(O)-NH\text{-heterocycle}$ or N-oxide thereof,
5. $-C(O)-NH-C_1-C_6\text{alkyl}$,
6. $-C(O)-NH\text{-cycloC}_3-C_6\text{alkyl}$,
7. $-C_1-C_6\text{alkyl}$, optionally substituted with 1 to 6 halogens and 1 hydroxy,

8. $-\text{COOH}$,
9. $-\text{C}_1\text{-C}_6\text{alkyl-COOH}$,
10. $-\text{O-C}_1\text{-C}_6\text{alkyl}$,
11. $-\text{cycloC}_3\text{-C}_6\text{alkyl}$,
12. $-\text{C}_3\text{-C}_6\text{alkyl-heterocycle}$,
13. aryl,
14. heterocycle,
15. carbonyl,
16. carbamoyl, or
17. $-\text{SO}_n\text{-(C}_1\text{-C}_6\text{alkyl)}$;

each n is independently 0, 1, or 2;

Ar_1 and Ar_2 are each independently an aryl or heterocycle or an N-oxide thereof;

R_2 is

1. Hydrogen,
2. aryl optionally substituted with 1, 2 or 3 substituents selected from halogen,
3. heterocycle optionally substituted with 1, 2 or 3 halogens,
4. $-\text{C}_1\text{-C}_6\text{alkyl}$ optionally substituted with 1, 2 or 3 substituents selected from hydroxy and halogen,
5. $-\text{COOH}$,
6. 1, 2 or 3 halogens,
7. $-\text{SO}_n\text{-(C}_1\text{-C}_6\text{alkyl)}$,
8. $-\text{N(H)-S(O)}_n\text{-C}_1\text{-C}_6\text{alkyl}$,
9. $-\text{O-C}_1\text{-C}_6\text{alkyl}$ substituents each optionally substituted with 1, 2 or 3 halogens,
10. $-\text{C(O)-N(H)-C}_3\text{-C}_6\text{cycloalkyl}$, or
11. $-\text{C(O)-C}_1\text{-C}_6\text{alkyl}$;

R_3 is

1. Hydrogen,
2. $-\text{C}_1\text{-C}_6\text{alkyl}$ optionally substituted with hydroxy, $-\text{S(O)}_n\text{C}_1\text{-C}_6\text{alkyl}$, heterocycle, or 1, 2, 3, 4, 5 or 6 halogens,
3. aryl or $\text{C}_6\text{-C}_{12\text{cyclo}}$ alkyl optionally substituted with phenyl, $-\text{C}_1\text{-C}_6\text{alkyl}$, $-\text{S(O)}_n\text{C}_1\text{-C}_6\text{alkyl}$, $-\text{C(O)-O-C}_1\text{-C}_6\text{alkyl}$, $-\text{COOH}$, hydroxy- $\text{C}_1\text{-C}_6\text{alkyl}$ - or 1, 2 or 3 halogens,

4. heterocycle or optionally substituted with 1, 2 or 3 substituents independently selected from phenyl, halogen, C₁-C₆alkyl, hydroxyC₁-C₆alkyl, -COOH, -C(O)-O-C₁-C₆alkyl,
5. amino,
6. -C(O)-O-C₁-C₆alkyl,
7. -C₁-C₆alkyl-O-phenyl optionally substituted with 1, 2 or 3 halogens,
8. -C₁-C₆alkyl-phenyl optionally substituted with 1 or 2 substituents selected from hydroxy and halo,
9. -COOH,
10. Halogen,
11. -SO_n-(C₁-C₆alkyl),
12. -N(H)-S(O)_n-C₁-C₆alkyl optionally substituted with 1, 2 or 3 halogen,
13. -N(H)-C(O)-C₁-C₆alkyl,
14. -N(H)-heterocycle optionally substituted with 1, 2 or 3 halogens,
15. -N(H)-aryl optionally substituted with 1, 2 or 3 halogens,
16. -N(H)-C₁-C₆alkyl optionally substituted with 1, 2 or 3 halogens,
17. -C(O)-N(H)-C₁-C₆alkyl optionally substituted with 1, 2 or 3 halogens,
18. -C(O)-NH-C₃-C₆cycloalkyl,
19. -O-C₁-C₆alkyl optionally substituted with 1, 2 or 3 halogens or phenyl optionally substituted with 1, 2, or 3 halogen;

R₄ is

1. H,
2. Halogen,
3. -CN
4. -C₁-C₆alkyl,
5. -O-C₁-C₆alkyl optionally substituted with 1, 2 or 3 halogens,
6. -C₁-C₆alkyl-phenyl with phenyl optionally substituted with halogen, or
7. Oxo.

2. (Original) A compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

Ar₁ is pyridine or pyridinone or an N-oxide thereof.

3. (Original) A compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein

Ar₂ is phenyl, oxadiazole or thiadiazole.

4. (Original) A compound according to claim 3, or a pharmaceutically acceptable salt thereof, wherein

R₁ is -(C₁-C₆alkyl)-SO_n-(C₁-C₆alkyl); and

R₂ is -SO_n-C₁-C₆alkyl.

5. (Original) A compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

Ar₁ is phenyl.

6. (Original) A compound according to claim 5, or a pharmaceutically acceptable salt thereof, wherein

Ar₂ is phenyl, oxadiazole, thiadiazole, pyridine or pyridinone or an N-oxide thereof.

7. (Original) A compound according to claim 6, or a pharmaceutically acceptable salt thereof, wherein

R₁ is -(C₁-C₆alkyl)-SO_n-(C₁-C₆alkyl); and

R₂ is -SO_n-C₁-C₆alkyl.

8. (Original) A compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

Ar₁ is thiazole or oxazole.

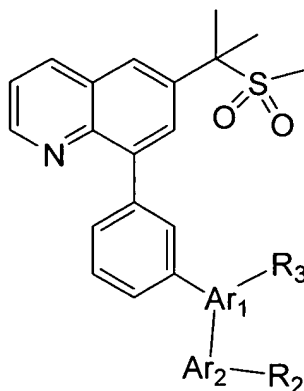
9. (Original) The compound according to claim 8, or a pharmaceutically acceptable salt thereof, wherein

Ar₂ is phenyl, pyridine or pyridinone or an N-oxide thereof.

10. (Original) The compound according to claim 9, or a pharmaceutically acceptable salt thereof, wherein

R_1 is $-(C_1-C_6\text{alkyl})-SO_n-(C_1-C_6\text{alkyl})$; and
 R_2 is $-SO_n-C_1-C_6\text{alkyl}$.

11. (Original) The compound according to claim 1 of Formula Ia



Ia

or a pharmaceutically acceptable salt thereof, wherein:

Ar₁ is phenyl, pyridine, pyridinone, pyrimidyl, thiophene, thiazole, triazole, tetrazole, oxazole, thiaphendiazole, pyridindiazole, imidazothiazole or quinoxaline or an N-oxide thereof; and

Ar₂ is phenyl, pyridine, pyridinone, oxadiazole or thiadiazole or an N-oxide thereof.

12. (Original) A compound according to claim 11, or a pharmaceutically acceptable salt thereof, wherein:

R₂ is phenyl, -COOH, $-C_1-C_6\text{alkyl}$, $-C_1-C_6\text{alkoxy}$, mono or di-halo- $-C_1-C_6\text{alkoxy}$, hydroxy $-C_1-C_6\text{alkyl}$, or $-SO_n-(C_1-C_6\text{alkyl})$ or 1, 2 or 3 halogens;.

13. (Original) A compound according to claim 12, or a pharmaceutically acceptable salt thereof, wherein:

R_3 is Hydrogen, amino, biphenyl, N-(tert-butoxycarbonyl)-4-phenylpyrrolidin-3-yl, N-(tert-butoxycarbonyl)azetidin-3-yl, N-(tert-butoxycarbonyl)pyrrolidin-3-yl, 3-chloro-4-fluorophenyl, 4-chlorophenoxymethyl, 2-chlorophenyl, 4-chlorophenyl, ethoxycarbonyl, furan-2-yl, furan-3-yl, imidazol-2-yl, indan-1-yl, indan-2-yl, 1H-indol-2-yl, 1H-indol-3-yl, 1H-indol-4-yl, 1H-indol-5-yl, 1H-indol-6-yl, 1H-indol-7-yl, isoquinolin-1-yl, isoquinolin-4-yl, isoquinolin-5-yl, isoquinolin-8-yl, isoxazol-3-yl, 3-methoxycarbonylphenyl, 4-methoxycarbonylphenyl, methyl, 1-methyl-1Hpyrazol-3-yl, 1-methyl-1Hpyrazol-4-yl, 1-methyl-1Hpyrazol-5-yl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, 2-methylpyridin-5-yl, methylsulfonylmethyl, 2-methylsulfonylphenyl, 3-methylsulfonylphenyl, 4-methylsulfonylphenyl, morpholin-4-ylmethyl, phenyl, pyrazinyl, 1Hpyrazol-3-yl, pyridin-2-yl, pyridin-3-yl, pyridin-4-yl, 3-pyridinylmethyl, pyrimidin-2-yl, pyrimidin-4-yl, pyrimidin-5-yl, quinolin-4-yl, quinolin-5-yl, quinolin-8-yl, 5,6,7,8-tetrahydro-1,8-naphthyridin-2-yl, 5,6,7,8-tetrahydro-5Hbenzo[a][7]annulen-5-yl, 5,6,7,8-tetrahydro-5Hbenzo[a][7]annulen-6-yl, tetrahydrofuran-2-yl, 1,2,3,4-tetrahydronaphthalen-1-yl, 1,2,3,4-tetrahydronaphthalen-2-yl, 1,3-thiazol-2-yl, 1,3-thiazol-5-yl, thiophen-2-yl and thiophen-2-yl.

14. (Original) A compound according to claim 11, or a pharmaceutically acceptable salt thereof, wherein:

Ar_1 is thiazole;

Ar_2 is phenyl; and

R_2 is $-SO_2-C_1-C_6$ alkyl or halogen or C_1-C_6 alkyl optionally substituted with hydroxy or 1-3 halogens.

15. (Original) A compound according to claim 14 or a pharmaceutically acceptable salt thereof, wherein:

R_3 is Hydrogen or $-C_1-C_6$ alkyl optionally substituted with hydroxy, $-S(O)_n C_1-C_6$ alkyl, or 1-6 halogens.

16. (Original) A compound according to claim 11, or a pharmaceutically acceptable salt thereof, wherein

Ar_1 is pyridine or an N-oxide thereof;

Ar_2 is oxadiazole; and

R₂ is

1. -C₁-C₆alkyl optionally substituted with hydroxy, -S(O)_nC₁-C₆alkyl, or 1-3 substituents halogens,
2. -N(H)-C(O)-C₁-C₆alkyl,
3. -COOH, or
4. -C(O)-NH-C₃-C₆cycloalkyl.

17. (Original) A compound according to claim 16, or a pharmaceutically acceptable salt thereof wherein:

R₃ is hydrogen.

18. (Original) The compound according to claim 1, selected from the group consisting of:

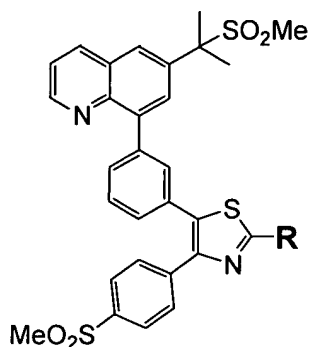
8-(3-{2-(3-chlorophenyl)-4-[4-(methylsulfonyl)phenyl]-1,3-thiazol-5-yl}phenyl)-6-[1-methyl-1-(methylsulfonyl)ethyl]quinoline,
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-{3-[4-[4-(methylsulfonyl)phenyl]-2-(1-oxidopyridin-4-yl)-1,3-thiazol-5-yl]phenyl}quinoline,
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-{3-[4-[4-(methylsulfonyl)phenyl]-2-(1-oxidopyridin-3-yl)-1,3-thiazol-5-yl]phenyl}quinoline,
2-(3-{5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-4-[4-(methylsulfonyl)phenyl]-1,3-thiazol-2-yl}phenyl)propan-2-ol,
3-{5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-4-[4-(methylsulfonyl)phenyl]-1,3-thiazol-2-yl}benzoic acid,
2-{5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-4-[4-(methylsulfonyl)phenyl]-1,3-thiazol-2-yl}propan-2-ol,
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{2-(3-methyl-1,2,4-oxadiazol-5-yl)-4-[4-(methylsulfonyl)phenyl]-1,3-thiazol-5-yl}phenyl)quinoline,
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{4-[4-(methylsulfonyl)phenyl]-1,3-thiazol-5-yl}phenyl)quinoline,
N-cyclopropyl-5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-4-[4-(methylsulfonyl)phenyl]-1,3-thiazole-2-carboxamide,

6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{2-(6-methyl-1-oxidopyridin-3-yl)-4-[4-(methylsulfonyl)phenyl]-1,3-thiazol-5-yl}phenyl)quinoline,
2-[4-(4-chlorophenyl)-5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-1,3-thiazol-2-yl]propan-2-ol,
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{2-methyl-4-[4-(methylsulfonyl)phenyl]-1,3-oxazol-5-yl}phenyl)quinoline,
2-{4-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-5-[4-(methylsulfonyl)phenyl]-1,3-thiazol-2-yl}propan-2-ol,
1,1,1-trifluoro-*N*-{5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-4-[4-(methylsulfonyl)phenyl]-1,3-thiazol-2-yl}methanesulfonamide,
2-[5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-4-pyridin-3-yl]-1,3-thiazol-2-yl]propan-2-ol,
2-[5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-4-(1-oxidopyridin-3-yl)-1,3-thiazol-2-yl]propan-2-ol,
1-(4-chlorophenyl)-1-{4-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-5-[4-(methylsulfonyl)phenyl]-1,3-thiazol-2-yl}ethanol,
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{3-[4-(methylsulfonyl)phenyl]thien-2-yl}phenyl)quinoline,
1-(3"-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}-1,1':2',1"-terphenyl-4-yl)ethanone,
2-(3"-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}-1,1':2',1"-terphenyl-4-yl)propan-2-ol,
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-{3-[5-(3-methyl-1,2,4-oxadiazol-5-yl)-1-oxidopyridin-3-yl]phenyl}quinoline,
5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-3-(3-methyl-1,2,4-oxadiazol-5-yl)pyridin-2(1*H*)-one,
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{6-[4-(methylsulfonyl)phenyl]imidazo[2,1-*b*][1,3]thiazol-5-yl}phenyl)quinoline,
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{2-[4-(methylsulfonyl)phenyl]imidazo[1,2-*a*]pyridin-3-yl}phenyl)quinoline
[3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}-4"-(methylthio)-1,1':2',1"-terphenyl-4'-yl]methanol,
[3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}-4"-(methylsulfonyl)-1,1':2',1"-terphenyl-4'-yl]methanol,

2-[3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}-4''-(methylsulfonyl)-1,1':2',1''-terphenyl-4'-yl]propan-2-ol,
3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}-4''-(methylsulfonyl)-1,1':2',1''-terphenyl-4'-carboxylic acid,
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{2-[4-(methylsulfonyl)phenyl]-1-oxidopyridin-3-yl}phenyl)quinoline,
8-{3-[3-(4-fluorophenyl)-1,2,4-oxadiazol-5-yl]phenyl}-6-[1-methyl-1-(methylsulfonyl)ethyl]quinoline,
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{4-[4-(methylthio)phenyl]pyridin-3-yl}phenyl)quinoline,
3''-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}-1,1':2',1''-terphenyl-4-carboxylic acid,
2-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-3-[4-(methylsulfonyl)phenyl]quinoxaline,
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{3-[4-(methylsulfonyl)phenyl]pyrazin-2-yl}phenyl)quinoline,
5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-6-[4-(methylsulfonyl)phenyl]pyridin-2(1*H*)-one,
1-methyl-5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-6-[4-(methylsulfonyl)phenyl]pyridin-2(1*H*)-one,
8-(3-{6-methoxy-2-[4-(methylsulfonyl)phenyl]pyridin-3-yl}phenyl)-6-[1-methyl-1-(methylsulfonyl)ethyl]quinoline,
8-(3-{6-(difluoromethoxy)-2-[4-(methylsulfonyl)phenyl]pyridin-3-yl}phenyl)-6-[1-methyl-1-(methylsulfonyl)ethyl]quinoline,
8-(3-{6-[(4-fluorobenzyl)oxy]-2-[4-(methylsulfonyl)phenyl]pyridin-3-yl}phenyl)-6-[1-methyl-1-(methylsulfonyl)ethyl]quinoline,
1-(4-fluorobenzyl)-5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-6-[4-(methylsulfonyl)phenyl]pyridin-2(1*H*)-one,
5-(4-fluorophenyl)-6-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)pyridin-2(1*H*)-one,
5-(4-fluorophenyl)-1-methyl-6-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)pyridin-2(1*H*)-one,
8-{3-[3-(4-fluorophenyl)-6-methoxypyridin-2-yl]phenyl}-6-[1-methyl-1-(methylsulfonyl)ethyl]quinoline,

or a pharmaceutically acceptable salt thereof.

19. (Original) The compound according to claim 1, of formula Ia:



wherein

R is selected from the group consisting of
Amino
2-biphenyl
3-biphenyl
N-(tert-butoxycarbonyl)-4-phenylpyrrolidin-3-yl
N-(tert-butoxycarbonyl)azetidin-3-yl
N-(tert-butoxycarbonyl)pyrrolidin-3-yl
3-chloro-4-fluorophenyl
4-chlorophenoxymethyl
2-chlorophenyl
4-chlorophenyl
Ethoxycarbonyl
furan-2-yl
furan-3-yl
imidazol-2-yl
indan-1-yl
indan-2-yl
1H-indol-2-yl
1H-indol-3-yl
1H-indol-4-yl

1H-indol-5-yl
1H-indol-6-yl
1H-indol-7-yl
Isoquinolin-1-yl
Isoquinolin-4-yl
Isoquinolin-5-yl
Isoquinolin-8-yl
isoxazol-3-yl
3-methoxycarbonylphenyl
4-methoxycarbonylphenyl
Methyl
1-methyl-1H-pyrazol-3-yl
1-methyl-1H-pyrazol-4-yl
1-methyl-1H-pyrazol-5-yl
2-methylphenyl
3-methylphenyl
4-methylphenyl
2-methylpyridin-5-yl
Methylsulfonylmethyl
2-methylsulfonylphenyl
3-methylsulfonylphenyl
4-methylsulfonylphenyl
morpholin-4-ylmethyl
Phenyl
Pyrazinyl
1H-pyrazol-3-yl
pyridin-2-yl
pyridin-3-yl
pyridin-4-yl
3-pyridinylmethyl
pyrimidin-2-yl
pyrimidin-4-yl

pyrimidin-5-yl
quinolin-4-yl
quinolin-5-yl
quinolin-8-yl
5,6,7,8-tetrahydro-1,8-naphthyridin-2-yl
6,7,8,9-tetrahydro-5H-benzo[a][7]annulen-5-yl
6,7,8,9-tetrahydro-5H-benzo[a][7]annulen-6-yl
Tetrahydrofuran-2-yl
1,2,3,4-tetrahydronaphthalen-1-yl
1,2,3,4-tetrahydronaphthalen-2-yl
1,3-thiazol-2-yl
1,3-thiazol-5-yl
thiophen-2-yl
thiophen-3-yl

20. (Original) The compound according to claim 1, selected from the group consisting of:

6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{2-[3-(methylsulfonyl)phenyl]-4-phenyl-1,3-thiazol-5-yl}phenyl)quinoline,
 2-[4-(3-chlorophenyl)-5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-1,3-thiazol-2-yl]propan-2-ol,
 2-[4-(4-fluorophenyl)-5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-1,3-thiazol-2-yl]propan-2-ol,
 8-{3-[4-(4-chlorophenyl)-2-quinolin-5-yl-1,3-thiazol-5-yl]phenyl}-6-[1-methyl-1-(methylsulfonyl)ethyl]quinoline,
 2-{3-[4-(3-chlorophenyl)-5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-1,3-thiazol-2-yl]phenyl}propan-2-ol,
 2-{3-[4-(3-chloro-4-fluorophenyl)-5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-1,3-thiazol-2-yl]phenyl}propan-2-ol,
 2-{3-[4-[3,4-bis(difluoromethoxy)phenyl]-5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-1,3-thiazol-2-yl]phenyl}propan-2-ol,

N-{5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-4-[4-(methylsulfonyl)phenyl]-1,3-thiazol-2-yl}acetamide,
N-{5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-4-[4-(methylsulfonyl)phenyl]-1,3-thiazol-2-yl}pyridin-4-amine,
2-[5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-4-pyridin-4-yl-1,3-thiazol-2-yl]propan-2-ol,
2-[5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-4-(1-oxidopyridin-4-yl)-1,3-thiazol-2-yl]propan-2-ol,
2-[5-(4-chlorophenyl)-4-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-1,3-thiazol-2-yl]propan-2-ol,
2-{3-[4-(4-chlorophenyl)-5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-1,3-thiazol-2-yl]phenyl}propan-2-ol, and
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-{3-[5-(1*H*-tetraazol-5-yl)pyridin-3-yl]phenyl}quinoline, or a pharmaceutically acceptable salt thereof.

21. (Original) The compound according to claim 1, selected from the group consisting of:

6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{5-[4-(methylsulfonyl)phenyl]-1-oxidopyridin-3-yl}phenyl)quinoline,
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{5-[3-(methylsulfonyl)phenyl]-1-oxidopyridin-3-yl}phenyl)quinoline,
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{5-[2-(methylsulfonyl)phenyl]-1-oxidopyridin-3-yl}phenyl)quinoline,
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{2-[4-(methylsulfonyl)phenyl]pyridin-3-yl}phenyl)quinoline,
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-[3-(1-oxido-5-phenylpyridin-3-yl)phenyl]quinoline,
8-{3-[5-(3,5-dichlorophenyl)-1-oxidopyridin-3-yl]phenyl}-6-[1-methyl-1-(methylsulfonyl)ethyl]quinoline,
8-{3-[5-(3,4-dimethoxyphenyl)-1-oxidopyridin-3-yl]phenyl}-6-[1-methyl-1-(methylsulfonyl)ethyl]quinoline,
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-{3-[5-(5-methyl-1,2,4-oxadiazol-3-yl)-1-oxidopyridin-3-yl]phenyl}quinoline,
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-{3-[5-(5-methyl-1,3,4-oxadiazol-2-yl)-1-oxidopyridin-3-yl]phenyl}quinoline,

8-{3-[6-(benzyloxy)-5-(3-methyl-1,2,4-oxadiazol-5-yl)pyridin-3-yl]phenyl}-6-[1-methyl-1-(methylsulfonyl)ethyl]quinoline,
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{6-[4-(methylsulfonyl)phenyl]-1-oxidopyridin-3-yl}phenyl)quinoline,
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{5-[4-(methylsulfonyl)phenyl]-1-oxidopyridin-2-yl}phenyl)quinoline,
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-{3-[3-[4-(methylsulfonyl)phenyl]-5-(trifluoromethyl)pyridin-2-yl]phenyl}quinoline,
1-(4-chlorophenyl)-3-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)pyridin-2(1*H*)-one,
N-isopropyl-5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-4-[4-(methylsulfonyl)phenyl]thiophene-2-carboxamide,
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(1,1':2',1''-terphenyl-3-yl)quinoline,
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-[4''-(methylthio)-1,1':2',1''-terphenyl-3-yl]quinoline,
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-[2'-(5-methyl-1,3,4-oxadiazol-2-yl)-1,1'-biphenyl-3-yl]quinoline,
methyl 3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}-4''-(methylsulfonyl)-1,1':2',1''-terphenyl-4'-carboxylate,
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(1,1':4',1''-terphenyl-3-yl)quinoline,
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(1,1':3',1''-terphenyl-3-yl)quinoline,
2-[5-(3'-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}-1,1'-biphenyl-2-yl)-1,3-thiazol-2-yl]propan-2-ol,
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-[3'-(1-oxidopyridin-4-yl)-1,1'-biphenyl-3-yl]quinoline,
or a pharmaceutically acceptable salt thereof.

22. (Original) The compound according to claim 1, selected from the group consisting of:

6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{4-[4-(methylsulfonyl)phenyl]pyridin-3-yl}phenyl)quinoline,
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{4-[4-(methylsulfonyl)phenyl]-1-oxidopyridin-3-yl}phenyl)quinoline,
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{4-[3-(methylthio)phenyl]pyridin-3-yl}phenyl)quinoline,

8-[4',5'-difluoro-4''-(methylthio)-1,1':2',1''-terphenyl-3-yl]-6-[1-methyl-1-(methylsulfonyl)ethyl]quinoline,
8-[4',5'-difluoro-4''-(methylsulfonyl)-1,1':2',1''-terphenyl-3-yl]-6-[1-methyl-1-(methylsulfonyl)ethyl]quinoline,
8-(4''-fluoro-1,1':2',1''-terphenyl-3-yl)-6-[1-methyl-1-(methylsulfonyl)ethyl]quinoline,
6,7-dichloro-2-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-3-[4-(methylsulfonyl)phenyl]quinoxaline,
2-(4-chlorophenyl)-3-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)quinoxaline,
2-{4-[3-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)quinoxalin-2-yl]phenyl}propan-2-ol,
2-[3,4-bis(difluoromethoxy)phenyl]-3-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)quinoxaline,
4-[3-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)quinoxalin-2-yl]benzoic acid,
N-cyclopropyl-4-[3-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)quinoxalin-2-yl]benzamide,
2-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-3-(4-methylphenyl)quinoxaline,
2-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-3-phenylquinoxaline,
2-(4-fluorophenyl)-3-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)quinoxaline,
2-{4-[3-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)pyrazin-2-yl]phenyl}propan-2-ol,
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{3-[4-(methylthio)phenyl]pyrazin-2-yl}phenyl)quinoline,
8-{3-[3-(4-fluorophenyl)pyrazin-2-yl]phenyl}-6-[1-methyl-1-(methylsulfonyl)ethyl]quinoline,
8-(3-{2-(2-ethylpyridin-4-yl)-4-[4-(methylsulfonyl)phenyl]-1,3-thiazol-5-yl}phenyl)-6-[1-methyl-1-(methylsulfonyl)ethyl]quinoline,
2-(4-{5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-4-[4-(methylsulfonyl)phenyl]-1,3-thiazol-2-yl}phenyl)propan-2-ol,
or a pharmaceutically acceptable salt thereof.

23. (Currently Amended) A pharmaceutical composition comprising a therapeutically effective amount of the compound according to ~~any one of claims 1 to 22~~ claim 1 or a pharmaceutically acceptable salt thereof; and
a pharmaceutically acceptable carrier.

24. (Original) The pharmaceutical composition according to claim 18, further comprising a Leukotriene receptor antagonist, a Leukotriene biosynthesis inhibitor, an M2/M3 antagonist, a corticosteroid, an H1 receptor antagonist or a beta 2 adrenoceptor agonist.

25. (Original) The pharmaceutical composition according to claim 18, further comprising a COX-2 selective inhibitor, a statin, or an NSAID.

26. (Original) A method of treatment or prevention of asthma; chronic bronchitis; chronic obstructive pulmonary disease; adult respiratory distress syndrome; infant respiratory distress syndrome; cough; chronic obstructive pulmonary disease in animals; adult respiratory distress syndrome; ulcerative colitis; Crohn's disease; hypersecretion of gastric acid; bacterial, fungal or viral induced sepsis or septic shock; endotoxic shock; laminitis or colic in horses; spinal cord trauma; head injury; neurogenic inflammation; pain; reperfusion injury of the brain; psoriatic arthritis; rheumatoid arthritis; ankylosing spondylitis; osteoarthritis; inflammation; or cytokine-mediated chronic tissue degeneration comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.

27. (Original) A method of treatment or prevention of allergic rhinitis, allergic conjunctivitis, eosinophilic granuloma, osteoporosis, arterial restenosis, atherosclerosis, reperfusion injury of the myocardium chronic glomerulonephritis, vernal conjunctivitis, cachexia, transplant rejection, or graft versus host disease, comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.

28. (Original) A method of treatment or prevention of depression, memory impairment, monopolar depression, Parkinson disease, Alzheimer's disease, acute and chronic multiple sclerosis, psoriasis, benign or malignant proliferative skin diseases, atopic dermatitis,

urticaria, cancer, tumor growth or cancerous invasion of normal tissues, comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.

29 to 32 (cancelled)